

SEC 1972 Potential persons who are to respond to the collection of information are not required to respond unless the form displays a currently vali

(6-02)

Brief Description of Business

03033371

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 RECEIVED

FORM D

SEP 2 5 2003

NOTICE OF SALE OF SECURIFIES PURSUANT TO REGULATION 188 **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 1

SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						

Name of Offering ([] check if the	his is an ame	ndment and na	ame has char	nged, and indicate	e change.)	Maccaman and management of personal supplication of the contraction of
INSCI Corp. Series C Preferred S	Stock					
Filing Under (Check box(es) that apply):	[] <u>Rule</u> 504	[X] <u>Rule</u> 505	[] <u>Rule</u> 506	[X] Section 4(6)	[] ULOE	CESSE
Type of Filing: [X] New Filing	[] Amendi	ment				SEP 26 2003
Next account of the largest parameters and the first year regular and the state of the suppose of the largest parameters of A 100 Mag.	A.	BASIC IDENTI	FICATION DA	TA	- /	THOMSON FINANCIAL
1. Enter the information requeste	d about the is	suer				HIMANOINE
Name of Issuer ([X] check if th	is is an amer	ndment and na	me has chan	ged, and indicate	change.)	Berger of Mary and Charles and Charles who, consumer, surveyer and anti-manuscripture.
INSCI Corp. f/k/a insci-statemen	its.com, Corp.					
Address of Executive Offices (Including Area Code)	(Number	and Street, Cit	ty, State, Zip	Code) Te	elephone Num	ber
2 Westborough Business Park, V	Westborough,	MA 01581		(508)	870-4000	
Address of Principal Business (Including Area Code) (if different from Executive Office	-	(Number and	Street, City, S	State, Zip Code)	Telephone N	umber
Not Applicable.						

INSCI Corp. develops and markets a family of integrated document management and software products.								
Type of Business Organiz	zation	AND THE PERSON OF PERSONS AND	and have the second of the sec	TO ADMINISTRAÇÃO DE ARTÍCULAR D	Married and Hologophers (1949)			
[X] corporation	[] limited partnership, a	lready for	med	[] other (please specify):				
[] business trust	[] limited partnership, to	be form	ed					
	www.em.com/solidistribution/folior of extending superior of extending the superior of the superior of extending superior of extendin	Month	Year		Lawneur lasknocher zort zonnach en			
Actual or Estimated Date of Incorporation or Organization: [1] [2] [8][9] [X] Actual [] Estimated								
Jurisdiction of Incorporation	on or Organization: (Enter two-lett CN for Canada; Fl							

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers. [] Executive Check Box(es) that [] Promoter [X] Beneficial [] Director [] General and/or Officer Owner Managing Apply: Partner Full Name (Last name first, if individual) SCP Private Equity Partners II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 435 Devon Park Drive, Building 300, Wayne PA 19087 Check Box(es) that [] Promoter [X] Beneficial [] Executive [] Director [] General and/or Apply: Officer Managing Partner Full Name (Last name first, if individual) Selway Parners LLC Business or Residence Address (Number and Street, City, State, Zip Code) 52 Forest Ave., Paramus, NJ 07652 Check Box(es) that [] Promoter [X] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) CIP Capital L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 435 Devon Park Drive, Building 300, Wayne, PA 19087 Check Box(es) that [] Promoter [X] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Little, Robert Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
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Business or Residence Address (Number and Street, City, State, Zip Code).

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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already												
	Type of S	•							Offe	ring Pric	е	Sold
	Debt								\$	0	\$	0
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¹ Subscriber has agreed to purchase 1,546,711 shares of Series C Convertible Preferred Stock at \$1.9396 per share (the "Series C Preferred Stock") for a total of \$3,000,000.00. At time of initial closing, 515,571 shares of Series C Preferred Stock were issued for the sum of \$1,000,000.00 with the balance of the subscription to be paid in increments of \$500,000.00 for each additional lot of 257,785 shares of Series C Preferred Stock every thirty (30) days following the initial closing.

Other (Specify).	\$	0	\$_	0
Total	\$ <u>3</u> ,	000,000.0	00 \$	1,000,000.00
Answer also in Appendix, Column 3, if filing under ULOE.				

2. Enter the number of accredited and non-accredited investors who
have purchased securities in this offering and the aggregate dollar
amounts of their purchases. For offerings under Rule 504, indicate the
number of persons who have purchased securities and the aggregate
dollar amount of their purchases on the total lines. Enter "0" if answer is
"none" or "zero."

	Number Investors	Dollar Amount of Purchases
Accredited Investors	0	<u> </u>
Non-accredited Investors	0	<u> </u>
Total (for filings under Rule 504 only)	0	<u> </u>
Answer also in Appendix, Column 4, if filing under ULOE.		

Aggregate

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	Series C <u>Preferred</u>	\$_1,000,000.00
Regulation A	0	\$ <u> 0 </u>
Rule 504	0	\$0
Total	Series C <u>Preferred</u>	\$_1,000,000.00 ²

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X] \$ <u>1,000.00</u>
Printing and Engraving Costs	[] \$0
Legal Fees	[X] \$ 30,000.00
Accounting Fees	[X] \$ <u>5,000.00</u>
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify)	[]\$0
Total	[X] \$ <u>36,000.00</u>

² On initial closing \$1,000,000.00 received by Company with a contractual commitment by subscriber to pay the balance of the \$3,000,000.00 purchase price by way of four incremental payments every thirty days, following the initial closing.

b. Enter the difference between the aggregate offering price given in response to Pa	rt
C - Question 1 and total expenses furnished in response to Part C - Question 4.a. TI	his
difference is the "adjusted gross proceeds to the issuer."	

\$ 964,000.00

Payments

Payments to Officers,

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Ų.	Directors, & Affiliates	To Others
Salaries and fees		[] \$	[] \$
Purchase of real estate		[]	[] \$
Purchase, rental or leasing and installation of machinery and equipment		[] \$	[]
Construction or leasing of plant buildings and facilities		[] \$	[]
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[]	[X] \$
Repayment of indebtedness		[] \$	[]
Working capital		[]	[X] \$
Other (specify):		[]	[]
		[]	[]
Column Totals		[]	[]
Total Payments Listed (column totals added)		1.16	· ·

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature)	Date			
INSCI Corp.	/de & Ne	9/18/03			
Name of Signer (Print or Type)	Title of Signer (Print or Typ	e)			
Henry F. Nelson	President and Chief Execu	President and Chief Executive Officer			

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)
INSCI, Corp.

Name of Signer (Print or Type)
Henry F. Nelson

Signature
9-18-03

Title (Print or Type)
President and Chief Executive Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3 Type of security	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
	Intend to non-accionvestors (Part B-I	credited in State	and aggregate offering price offered in state (Part C-Item 1)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors		Yes	No	
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